



99TH GENERAL ASSEMBLY

State of Illinois

2015 and 2016

SB2531

Introduced 2/16/2016, by Sen. Kimberly A. Lightford

SYNOPSIS AS INTRODUCED:

805 ILCS 105/101.80
805 ILCS 105/107.03

from Ch. 32, par. 101.80
from Ch. 32, par. 107.03

Amends the General Not For Profit Corporation Act of 1986. Provides that when an economic development council receives public money, its board shall include members of a labor council that represents employees in the construction trades, employees in the public and private sector, and persons from minority groups.

LRB099 18670 JLS 43052 b

1 AN ACT concerning business.

2 **Be it enacted by the People of the State of Illinois,**
3 **represented in the General Assembly:**

4 Section 5. The General Not For Profit Corporation Act of
5 1986 is amended by changing Sections 101.80 and 107.03 as
6 follows:

7 (805 ILCS 105/101.80) (from Ch. 32, par. 101.80)

8 Sec. 101.80. Definitions. As used in this Act, unless the
9 context otherwise requires, the words and phrases defined in
10 this Section shall have the meanings set forth herein.

11 (a) "Anniversary" means that day each year exactly one or
12 more years after:

13 (1) The date of filing the articles of incorporation
14 prescribed by Section 102.10 of this Act, in the case of a
15 domestic corporation;

16 (2) The date of filing the application for authority
17 prescribed by Section 113.15 of this Act in the case of a
18 foreign corporation;

19 (3) The date of filing the statement of acceptance
20 prescribed by Section 101.75 of this Act, in the case of a
21 corporation electing to accept this Act; or

22 (4) The date of filing the articles of consolidation
23 prescribed by Section 111.25 of this Act in the case of a

1 consolidation.

2 (b) "Anniversary month" means the month in which the
3 anniversary of the corporation occurs.

4 (c) "Articles of incorporation" means the original
5 articles of incorporation including the articles of
6 incorporation of a new corporation set forth in the articles of
7 consolidation or set forth in a statement of election to accept
8 this Act, and all amendments thereto, whether evidenced by
9 articles of amendment, articles of merger or statement of
10 correction affecting articles. Restated articles of
11 incorporation shall supersede the original articles of
12 incorporation and all amendments thereto prior to the effective
13 date of filing the articles of amendment incorporating the
14 restated articles of incorporation. In the case of a
15 corporation created by a Special Act of the Legislature,
16 "Articles of incorporation" means the special charter and any
17 amendments thereto made by Special Act of the Legislature or
18 pursuant to general laws.

19 (d) "Board of directors" means the group of persons vested
20 with the management of the affairs of the corporation
21 irrespective of the name by which such group is designated.

22 (e) "Bylaws" means the code or codes of rules adopted for
23 the regulation or management of the affairs of the corporation
24 irrespective of the name or names by which such rules are
25 designated.

26 (f) "Corporation" or "domestic corporation" means a

1 domestic not-for-profit corporation subject to the provisions
2 of this Act, except a foreign corporation.

3 (g) "Delivered," for the purpose of determining if any
4 notice required by this Act is effective, means:

5 (1) Transferred or presented to someone in person;

6 (2) Deposited in the United States mail addressed to
7 the person at his, her or its address as it appears on the
8 records of the corporation, with sufficient first-class
9 postage prepaid thereon;

10 (3) Posted at such place and in such manner or
11 otherwise transmitted to the person's premises as may be
12 authorized and set forth in the articles of incorporation
13 or the bylaws; or

14 (4) Transmitted by electronic means to the e-mail
15 address, facsimile number, or other contact information
16 appearing on the records of the corporation as may be
17 authorized or approved in the articles of incorporation or
18 the bylaws.

19 (h) "Foreign corporation" means a not-for-profit
20 corporation as defined and organized under the laws other than
21 the laws of this State, for a purpose or purposes for which a
22 corporation may be organized under this Act.

23 (i) "Incorporator" means one of the signers of the original
24 articles of incorporation.

25 (j) "Insolvent" means that a corporation is unable to pay
26 its debts as they become due in the usual course of the conduct

1 of its affairs.

2 (j-5) "Labor council" means any organization representing
3 multiple organizations that are monitoring or attentive to
4 compliance with public or workers' safety laws, wage and hour
5 requirements, or other statutory requirements or that are
6 making or maintaining collective bargaining agreements.

7 (k) "Member" means a person or any organization, whether
8 not for profit or otherwise, having membership rights in a
9 corporation in accordance with the provisions of its articles
10 of incorporation or bylaws.

11 (k-5) "Minority group" means an organization that
12 advocates on behalf of at least one of the following:

13 (1) American Indian or Alaska Native (a person having
14 origins in any of the original peoples of North and South
15 America, including Central America, and who maintains
16 tribal affiliation or community attachment).

17 (2) Asian (a person having origins in any of the
18 original peoples of the Far East, Southeast Asia, or the
19 Indian subcontinent, including, but not limited to,
20 Cambodia, China, India, Japan, Korea, Malaysia, Pakistan,
21 the Philippine Islands, Thailand, and Vietnam).

22 (3) Black or African American (a person having origins
23 in any of the black racial groups of Africa). Terms such as
24 "Haitian" or "Negro" can be used in addition to "Black or
25 African American".

26 (4) Hispanic or Latino (a person of Cuban, Mexican,

1 Puerto Rican, South or Central American, or other Spanish
2 culture or origin, regardless of race).

3 (5) Native Hawaiian or Other Pacific Islander (a person
4 having origins in any of the original peoples of Hawaii,
5 Guam, Samoa, or other Pacific Islands).

6 (l) "Net assets," for the purpose of determining the
7 authority of a corporation to make distributions, is equal to
8 the difference between the assets of the corporation and the
9 liabilities of the corporation.

10 (m) "Not-for-profit corporation" means a corporation
11 subject to this Act and organized solely for one or more of the
12 purposes authorized by Section 103.05 of this Act.

13 (n) "Registered office" means that office maintained by the
14 corporation in this State, the address of which is on file in
15 the office of the Secretary of State, at which any process,
16 notice or demand required or permitted by law may be served
17 upon the registered agent of the corporation.

18 (n-5) "Public money" means all public funds, including all
19 financing with bonds, grants, loans, or other funds made
20 available by or through the State or any of its political
21 subdivisions including, but not limited to: bonds issued under
22 the Industrial Project Revenue Bond Act (Article 11, Division
23 74 of the Illinois Municipal Code), the Industrial Building
24 Revenue Bond Act, the Illinois Finance Authority Act, the
25 Illinois Sports Facilities Authority Act, or the Build Illinois
26 Bond Act; loans or other funds made available pursuant to the

1 Build Illinois Act; loans or other funds made available
2 pursuant to the Riverfront Development Fund under Section 10-15
3 of the River Edge Redevelopment Zone Act; or funds from the
4 Fund for Illinois' Future under Section 6z-47 of the State
5 Finance Act, funds for school construction under Section 5 of
6 the General Obligation Bond Act, funds authorized under Section
7 3 of the School Construction Bond Act, funds for school
8 infrastructure under Section 6z-45 of the State Finance Act,
9 and funds for transportation purposes under Section 4 of the
10 General Obligation Bond Act.

11 (o) "Special charter" means the charter granted to a
12 corporation created by special act of the Legislature whether
13 or not the term "charter" or "special charter" is used in such
14 special act.

15 (p) Unless otherwise prohibited by the articles of
16 incorporation or the bylaws of the corporation, actions
17 required to be "written", to be "in writing", to have "written
18 consent", to have "written approval" and the like by or of
19 members, directors, or committee members shall include any
20 communication transmitted or received by electronic means.

21 (Source: P.A. 96-649, eff. 1-1-10.)

22 (805 ILCS 105/107.03) (from Ch. 32, par. 107.03)

23 Sec. 107.03. Members.

24 (a) A corporation may have one or more classes of members
25 or may have no members.

1 (b) If the corporation has one or more classes of members,
2 the designation of the class or classes and the qualifications
3 and rights of the members of each class shall be set forth in
4 the articles of incorporation or the bylaws. The articles of
5 incorporation or the bylaws may provide for representatives or
6 delegates of members and may establish their qualifications and
7 rights.

8 (c) If the corporation is to have no members, that fact
9 shall be set forth in the articles of incorporation or the
10 bylaws.

11 (d) A corporation may issue certificate evidencing
12 membership therein.

13 (e) The transfer of a certificate of membership in a
14 not-for-profit corporation in which assets are held for a
15 charitable, religious, eleemosynary, benevolent or educational
16 purpose, shall be without payment of any consideration of money
17 or property of any kind or value to the transferor in respect
18 to such transfer. Any transfer in violation of this Section
19 shall be void.

20 (f) Where the articles of incorporation or bylaws provide
21 that a corporation shall have no members, or where a
22 corporation has under its articles of incorporation, bylaws or
23 in fact no members entitled to vote on a matter, any provision
24 of this Act requiring notice to, the presence of, or the vote,
25 consent or other action by members of the corporation in
26 connection with such matter shall be satisfied by notice to,

1 the presence of, or the vote, consent or other action of the
2 directors of the corporation.

3 (g) A residential cooperative not-for-profit corporation
4 containing 50 or more single family units with individual unit
5 legal descriptions based upon a recorded plat of a subdivision
6 and located in a county with a population between 780,000 and
7 3,000,000 shall specifically set forth the qualifications and
8 rights of its members in the Articles of Incorporation and the
9 bylaws.

10 (h) When an economic development council receives any
11 public money, its board shall consist of no less than 2 members
12 of a labor council that represent (i) employees in the
13 construction trades and (ii) employees in the public and
14 private sector, and no less than 2 persons selected from 2
15 separate minority groups. No membership fees, dues, or
16 assessments shall be required. These labor council and minority
17 group members shall be full economic development council
18 members with all rights and privileges and shall not be
19 compensated.

20 (Source: P.A. 91-465, eff. 8-6-99.)